

BANK OF NOVA SCOTIA  
Form FWP  
November 30, 2016

Filed Pursuant to Rule 433

Registration Statement No. 333-200089

Dated November 30, 2016

**The Bank of Nova Scotia**

**U.S.\$600,000,000 FLOATING RATE SENIOR NOTES DUE 2019**

<b>Issuer:</b>	The Bank of Nova Scotia (the Bank )
<b>Title of Securities:</b>	Floating Rate Senior Notes due 2019
<b>Principal Amount:</b>	U.S.\$600,000,000
<b>Maturity Date:</b>	December 5, 2019
<b>Price to Public:</b>	100.000%, plus accrued interest, if any, from December 5, 2016
<b>Underwriters Fee:</b>	0.200%
<b>Net Proceeds to the Bank After</b>	
<b>Underwriters Fee and Before</b>	
<b>Expenses:</b>	U.S.\$598,800,000
<b>Pricing Benchmark:</b>	3-month USD LIBOR (Reuters LIBOR01)
<b>Spread to Benchmark:</b>	+ 62 basis points
<b>Interest Payment Dates:</b>	March 5, June 5, September 5 and December 5 of each year, commencing on March 5, 2017
<b>Interest Determination Date:</b>	The second London banking day preceding the first day of the relevant interest period
<b>Day Count / Business Day</b>	
<b>Convention:</b>	Actual/360; Modified Following, Adjusted
<b>Trade Date:</b>	November 30, 2016
<b>Settlement Date:</b>	December 5, 2016 (T+3)
<b>CUSIP / ISIN:</b>	064159 JD9 / US064159JD92
<b>Underwriters:</b>	

Underwriter

	<b>Principal Amount of Floating Rate Senior Notes due 2019 to Be Purchased</b>
Merrill Lynch, Pierce, Fenner & Smith	
Incorporated	U.S.\$ 420,000,000
Scotia Capital (USA) Inc.	180,000,000
<b>Total</b>	<b>U.S.\$ 600,000,000</b>

**The Bank has filed a registration statement (File No. 333-200089) (including a base shelf prospectus dated December 1, 2014) and a preliminary prospectus supplement dated November 30, 2016 (including the base shelf prospectus, the Prospectus ) with the U.S. Securities and Exchange Commission (the SEC ) for the offering to which this communication relates. Before you invest, you should read the Prospectus and the documents incorporated therein by reference that the Bank has filed with the SEC for more complete information about the Bank and this offering. You may obtain these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov) or by visiting the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) website, which may be accessed at [www.sedar.com](http://www.sedar.com). Alternatively, the Bank or any underwriter participating in the offering will arrange to send you the Prospectus and any document incorporated therein by reference if you request such documents by calling Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322 and Scotia Capital (USA) Inc. at 1-800-372-3930.**